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**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:

BED BATH & BEYOND INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 23-13359 (VFP)

(Jointly Administered)

**NOTICE OF SUCCESSFUL AND BACKUP BIDDER WITH RESPECT  
TO THE PHASE 1 AUCTION OF CERTAIN OF THE DEBTORS' LEASE ASSETS  
AND ASSUMPTION AND ASSIGNMENT OF CERTAIN UNEXPIRED LEASES**

On May 22, 2023, the United States Bankruptcy Court for the District of New Jersey (the "Court") entered the *Order (I) Establishing Procedures to Sell Certain Leases, (II) Approving the Sale of Certain Leases, and (III) Granting Related Relief* [Docket No. 422] (the "Lease Sale")

<sup>1</sup> The last four digits of Debtor Bed Bath & Beyond Inc.'s tax identification number are 0488. A complete list of the Debtors in these Chapter 11 Cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/bbby>. The location of Debtor Bed Bath & Beyond Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is 650 Liberty Avenue, Union, New Jersey 07083.

Procedures Order”),<sup>2</sup> by which the Court approved procedures (the “Lease Sale Procedures”) setting forth the process by which the Debtors are authorized to conduct one or more auctions (each, a “Lease Auction”) for the sale of certain unexpired leases of nonresidential real property, including with any ancillary agreement(s) thereto or through the sale of designation rights related thereto (the “Lease Assets”).

**PLEASE TAKE FURTHER NOTICE** that on May 25, 2023, the Debtors filed the *Notice of Lease Auction and Potential Lease Sale Hearing* [Docket No. 456], which (i) notified interested parties of the Debtors’ solicitation of offers for the sale, liquidation, or other disposition of certain of the Debtors’ Lease Assets, as set forth on Schedule 1 attached thereto, consistent with the Lease Sale Procedures approved by the Court through entry of the Lease Sale Procedures Order, (ii) set forth the Phase 1 Lease Sale Process and the Phase 2 Lease Sale Proceed, (iii) established a bid deadline for certain Lease Assets relating to the Phase 1 Lease Sale Process of June 22, 2023 at 5:00 p.m. prevailing Eastern Time (the “Phase 1 Bid Deadline”), and (iv) established an auction for the Phase 1 Lease Process of June 26, 2023 at 10:00 a.m. prevailing Eastern Time (the “Phase 1 Lease Auction”).

**PLEASE TAKE FURTHER NOTICE** that on June 23, 2023, the Debtors filed the *Notice of Phase 1 Lease Auction, Qualified Bids, Lease Sale Hearing, and Related Lease Asset Information* [Docket No. 905] (the “Phase 1 Auction Notice”), which (i) notified interested parties that the Debtors had received one or more Qualified Bids on certain Lease Assets, as set forth on Schedule 1 attached thereto, (ii) confirmed the time and place of the Phase 1 Lease Auction and set forth the Permitted Auction Attendees (as defined herein), and (iii) notified interested parties that the Debtors, in consultation with the Consultation Parties, would file a supplemental notice to the Phase 1 Auction Notice confirming whether certain Lease Assets associated with the Debtors’ “buybuy BABY” banner (the “BABY Lease Assets”) will be included in the Phase 1 Auction.

**PLEASE TAKE FURTHER NOTICE** that the Debtors, in consultation with the Consultation Parties, determined to proceed with the BABY Lease Assets at the Phase 1 Lease Auction. The Debtors, in consultation with the Consultation Parties, however, reserved their rights to condition the sale of any BABY Lease Asset on the outcome of the auction for “buybuy BABY” assets, as set forth in the *Notice of Amendment of Dates and Deadlines Related to the Debtors’ Bidding Procedures* [Docket No. 771].

**PLEASE TAKE FURTHER NOTICE** that, on June 26, 2023, pursuant to the Lease Sale Procedures Order, the Debtors conducted the Phase 1 Lease Auction with respect to certain of the Lease Assets at the offices of Kirkland & Ellis, LLP, located at 601 Lexington Avenue, New York, New York, 10022. Attendees were permitted to attend in person or through Zoom.

**PLEASE TAKE FURTHER NOTICE** that, at the conclusion of the Phase 1 Lease Auction, the Debtors, in consultation with their professionals, selected the Successful Bidder and

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<sup>2</sup> All capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Lease Sale Procedures Order or the *Debtors’ Motion for Entry of an Order (I) Establishing Sales Procedures, (II) Approving the Sale of Certain Real Property and Leases, and (III) Granting Related Relief* [Docket No. 193] (the “Lease Sale Procedures Motion”), as applicable.

Backup Bidder with respect to each of the Lease Assets listed on **Exhibit A** attached hereto.

**PLEASE TAKE FURTHER NOTICE** that the Debtors, in consultation with the Consultation Parties, continue to reserve their rights to condition the sale of any BABY Lease Assets on the outcome of the auction for “buybuy BABY” assets (the “**BABY Auction**”).

**PLEASE TAKE FURTHER NOTICE** that the hearing to consider approval of the sale, liquidation, or other disposition of the Lease Assets to the Successful Bidders at the Lease Auction, free and clear of all liens, claims, interests, and encumbrances in accordance with Bankruptcy Code section 363(f), will be held before the Honorable Vincent F. Papalia, at the Court, Courtroom 3B, Martin Luther King Jr. Federal Building, 50 Walnut Street, 3rd Floor, Newark, NJ 07102, **on July 18, 2023 at 2:30 p.m. (prevailing Eastern Time)** (the “**Lease Sale Hearing**”).

**PLEASE TAKE FURTHER NOTICE**, that at the Lease Sale Hearing, the Debtors will seek the Court’s approval of the Successful Bids pursuant to an order (the “**Lease Sale Order**”). Unless the Court orders otherwise or as agreed to by the applicable parties, the Lease Sale Hearing shall be an evidentiary hearing on matters relating to the Lease Sales and there will be no further bidding at the Lease Sale Hearing. In the event that a Successful Bidder cannot or refuses to consummate a Lease Sale following entry of the Lease Sale Order because of the breach or failure on the part of the Successful Bidder, the Debtors shall promptly file a supplemental notice on or before the Lease Sale Closing Deadline, seeking to approve the sale to the Backup Bidder, if applicable, on expedited notice and a hearing; *provided* that such notice will provide a three day period to object to such Lease Sale.

**PLEASE TAKE FURTHER NOTICE** that the Debtors believe that the party to which each applicable unexpired lease, as applicable, will be assigned has the financial wherewithal to meet all future obligations under such unexpired lease and the Debtors will, within three business days or sooner provide evidence thereof to such applicable lease counterparty (and their counsel, if known) thereby demonstrating that the assignee of the lease has the ability to comply with the requirements of adequate assurance of future performance.

**PLEASE TAKE FURTHER NOTICE** that parties objecting to the proposed assumption and assignment, proposed cure amount, and/or to the Successful Bidder’s proposed form of adequate assurance of future performance must file a written objection (each, a “**Lease Sale Objection**”) so that such objection is filed with the Court by **July 11, 2023, at 5:00 p.m., (prevailing Eastern Time)** and serve such Lease Sale Objection on: (a) Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Joshua A. Sussberg, P.C., Emily E. Geier, P.C., Derek I. Hunter, and Ross J. Fiedler; and Cole Schotz P.C., Court Plaza North, 25 Main Street, Hackensack, New Jersey 07601, Attn: Michael D. Sirota, Esq., Warren A. Usatine, Esq., and Felice R. Yudkin, Esq, co-counsel to the Debtors; (b) the Office of the United States Trustee for the District of New Jersey, Attn: Fran B. Steele and Alexandria Nikolinos; (c) Pachulski Stang Ziehl & Jones LLP, 780 3rd Ave #34, New York, NY 10017, Attn: Robert J. Feinstein, Bradford J. Sandler, Paul J. Labov and Colin R. Robinson, counsel to the Committee; and (d) Proskauer Rose LLP, Eleven Times Square, New York, New York 10036, Attn: David M. Hillman and Charles A. Dale, counsel to the DIP Agent.

**PLEASE TAKE FURTHER NOTICE** that, if a Lease Sale Objection is timely filed and not withdrawn or resolved, such objection will be heard at the Lease Sale Hearing or such other date and time as agreed to by the Debtors and the objecting party or ordered by the Court.

**PLEASE TAKE FURTHER NOTICE** that this notice is subject to the terms and conditions of the Lease Sale Procedures Motion and the Lease Sale Procedures Order, with the Lease Sale Procedures Order controlling in the event of any conflict, and the Debtors encourage parties in interest to review such documents in their entirety. Copies of the Lease Sale Procedures Motion, the Lease Sale Procedures Order, this notice, and any other related documents are available: (a) upon request to Kroll Restructuring Administration LLC (the notice and claims agent retained in these Chapter 11 Cases) by calling (833) 332-9937 (toll free) or, for international callers, +1 (646) 440-4757; (b) by visiting the website maintained in these Chapter 11 Cases at <https://restructuring.ra.kroll.com/bbby>; or (c) for a fee via PACER by visiting <http://www.njb.uscourts.gov>.

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Dated: June 27, 2023

*/s/ Michael D. Sirota*

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*Co-Counsel for Debtors and  
Debtors in Possession*

**Exhibit A**

**Successful and Backup Bidder List<sup>1</sup>**

No.	Store #	Banner	Location Address	Successful Bidder	Successful Bid	Backup Bidder	Backup Bid
1.	3031	bbBaby	4351 Creekside Ave Hoover, AL	LL: ARC*	\$109,863		
2.	189	BBB	850 N. 54th Street Chandler, AZ	LL: Schnitzer Investments	\$350,000	Scandinavian Designs	\$325,000
3.	139	BBB	2120 Vista Way Oceanside, CA	LL: PREP	\$4,734		
4.	1305	BBB	5200 E. Ramon Rd Building B Palm Springs, CA	LL: LILAC 19	\$25,000		
5.	261	BBB	15 Crescent Drive Pleasant Hill, CA	LL: Pleasant Hill investors	\$100,000		
6.	3034	bbBaby	5353 Almaden Expr. Ste A100 San Jose, CA	LL: Almaden Shopping Center LLC*	\$200,000		
7.	497	BBB	1898 Jonesboro Road McDonough, GA	LL: Kite	\$37,904		
8.	3094	bbBaby	530 W. Mount Pleasant Avenue Livingston, NJ	LL: Kite*	\$44,037		
9.	341	BBB	2930 East Southlake Blvd. Southlake, TX	LL: Kite	\$86,370		
10.	20	BBB	11854 West Olympic Blvd W. Los Angeles, CA	LL: KDMM	\$3,000,000		
11.	1321	BBB	800 South Camino Del Rio Durango, CO	LL: Durango Mall	\$20,056		
12.	808	BBB	322 North John Young Parkway Kissimmee, FL	LL: Metlife	\$126,210		
13.	128	BBB	5351 N. Airport Road Naples, FL	LL: Ridgeport LP	\$75,000		
14.	255	BBB	1705 Mall of Georgia Blvd. Buford, GA	LL: DDRTC	\$89,901		
15.	32	BBB	96 S. Waukegan Rd. Deerfield, IL	LL: Gateway Fairview Inc.	\$133,732		

<sup>1</sup> A Successful Bidder denoted by an asterisk (\*) is deemed an “Initial Winning Bidder,” but such Successful Bidder’s bid remains subject to the outcome of the BABY Auction scheduled for June 28, 2023.

No.	Store #	Banner	Location Address	Successful Bidder	Successful Bid	Backup Bidder	Backup Bid
16.	326	BBB	2750 N. Greenwich Ct. Wichita, KS	LL: Greenwich Place Partners	\$5,000		
17.	3104	bbBaby	2756 N. Greenwich Ct. Wichita, KS	LL: Greenwich Place Partners*	\$10,416		
18.	762	BBB	3301 N. US 31 South Traverse City, MI	LL: ARC	\$4,728		
19.	756	BBB	5 Colby Court Bedford, NH	LL: Brixmor	\$48		
20.	3028	bbBaby	213 Daniel Webster Highway Nashua, NH	LL: NP Royal Ridge*	\$145,097		
21.	3081	bbBaby	310 Rt. 36 West Long Branch, NJ	LL: Paramount*	\$193,185		
22.	768	BBB	5800 Deerfield Road Mason, OH	LL: RPT	\$2,714		
23.	3128	bbBaby	12535 SE 82nd Ave., Suite B Clackamas, OR	LL: 12535 SE 82nd*	\$100,000		
24.	337	BBB	490 Waterfront Drive East Homestead, PA	LL: M&J	\$155,108		
25.	1327	BBB	500 Shoppes at Stroud Stroudsburg, PA	LL: ARC	\$68,018		
26.	237	BBB	1744 Town Centre Way Mt. Pleasant, SC	LL: CR Mount Pleasant	\$130,487		
27.	1312	BBB	4610 Merchants Park Circle Suite 501 Collierville, TN	LL: CE Collierville	\$100,000		
28.	339	BBB	545 Cool Springs Blvd. Franklin, TN	LL: Thoroughbred Village	\$68,057		
29.	1227	BBB	330 Patriots Place Foxborough, MA	LL: NPP Dev.	\$180,000		
30.	514	BBB	2705 N. Mesquite Drive Mesquite, TX	LL: ARC	\$0		
31.	294	BBB	1169 Wilmington Ave Salt Lake City, UT	LL: Commons at Sugar house	\$84,064		
32.	780	BBB	14101 Crossing Place Woodbridge, VA	LL: Parkway Crossing East SC	\$5,000		
33.	1313	BBB	6400 Towne Center Loop Southaven, MS	Havertys	\$50,074		
34.	86	BBB	10011 East 71st Street Tulsa, OK	PGA Tour Superstore	\$116,143		
35.	3116	bbBaby	6146 Wilmington Pike Dayton, OH	Michaels*	\$151,174		

No.	Store #	Banner	Location Address	Successful Bidder	Successful Bid	Backup Bidder	Backup Bid
36.	462	BBB	6142 Wilmington Pike Dayton, OH	Michaels	\$25,000		
37.	400	BBB	4441 Commons Drive East Destin, FL	Havertys	\$178,314		
38.	3055	bbBaby	3250 Buskirk Ave Suite 300-A Pleasant Hill, CA	Mad Monk*	\$126,190		
39.	569	BBB	2725 Marconi Ave Sacramento, CA	Mad Monk	\$113,742		
40.	1107	BBB	1050 McKinley Place Drive San Marcos, TX	Ollies	\$100,000		
41.	3097	bbBaby	27651 San Bernardino Avenue Redlands, CA	B&N*	\$102,703		
42.	524	BBB	4250 Cerrillos Road, Suite 1214 Santa Fe, NM	B&N	\$119,137		
43.	433	BBB	200 Running Hill Road South Portland, ME	B&N	\$132,327		
44.	228	BBB	12309 Chenal Parkway, Suite A Little Rock, AR	Aldi	\$132,771		
45.	178	BBB	2060 66th Street North St. Petersburg, FL	Havertys	\$139,604		
46.	540	BBB	3555 Clares Street, Suite J Capitola, CA	Michaels	\$100,000		
47.	3076	bbBaby	3700 West Torrance Blvd Torrance, CA	A&M Properties*	\$100,000		
48.	3049	bbBaby	11350-11360 Pines Blvd Pembroke Pines, FL	Havertys*	\$100,342		
49.	1142	BBB	2203 Promenade Boulevard Rogers, AR	Michaels	\$100,000		
50.	127	BBB	5201 Stevens Creek Boulevard Santa Clara, CA	Micro Electronics	\$278,377		

51.	1177	BBB	3100 14th Street NW Washington, DC	Burlington	\$12,000,000**		
52.	384	BBB	1557 Vine Street Hollywood, CA	Burlington	\$12,000,000**		

\*\* Burlington's Successful Bid included 44 locations for an indivisible sum of \$12,000,000.



53.	1094	BBB	2955 Cobb ParkwaySE Atlanta, GA	Burlington	\$12,000,000**		
54.	1265	BBB	Margie Drive & State Rte 247 Warner Robins, GA	Burlington	\$12,000,000**		
55.	585	BBB	1430 Texas Avenue South College Station, TX	Burlington	\$12,000,000**		
56.	557	BBB	2315 Colorado Blvd, Ste 180 Denton, TX	Burlington	\$12,000,000**		
57.	149	BBB	400 Grossman Drive Braintree, MA	Burlington	\$12,000,000**	Wicked Pickle	\$106,451
58.	525	BBB	5450 N. 9th Avenue Pensacola, FL	Burlington	\$12,000,000**		
59.	454	BBB	2701 N. Federal Highway Ft. Lauderdale, FL	Burlington	\$12,000,000**		
60.	3036	bbBaby	1440 Central Avenue Colonie, NY	Burlington*	\$12,000,000**		
61.	507	BBB	3640 Long Beach Road Oceanside, NY	Burlington	\$12,000,000**		
62.	577	BBB	San Patricio Plaza Guaynabo, PR	Burlington	\$12,000,000**		
63.	1314	BBB	1440 Old Country Road Riverhead, NY	Burlington	\$12,000,000**		
64.	3108	bbBaby	149 Serramonte Center Daly City, CA	Burlington*	\$12,000,000**		
65.	1309	BBB	160 Marketplace Boulevard Hamilton, NJ	Burlington	\$12,000,000**		
66.	777	BBB	844 W. Telegraph Steet Washington City, UT	Burlington	\$12,000,000**		
67.	192	BBB	11609 Midlothian Turnpike Midlothian, VA	Burlington	\$12,000,000**		
68.	1365	BBB	422 W. Loop 281 Suite 200 Longview, TX	Burlington	\$12,000,000**		
69.	126	BBB	12520 Fountain Lake Circle Stafford, TX	Burlington	\$12,000,000**		
70.	1002	BBB	6001 North West Loop 410 San Antonio, TX	Burlington	\$12,000,000**		
71.	769	BBB	4633 S Jack Kultgen Expressway Waco, TX	Burlington	\$12,000,000**		
72.	589	BBB	3951 Promenade Parkway D'Iberville, MS	Burlington	\$12,000,000**		
73.	542	BBB	261 Daniel Webster Highway Nashua, NH	Burlington	\$12,000,000**		

74.	1175	BBB	601 E. Dimond Boulevard Anchorage, AK	Burlington	\$12,000,000**		
75.	1409	BBB	1320 McFarland Blvd E Tuscaloosa, AL	Burlington	\$12,000,000**		
76.	591	BBB	10060 W. McDowell Road Avondale, AZ	Burlington	\$12,000,000**		
77.	385	BBB	1400C Glades Road Boca Raton, FL	Michaels	\$450,000	Macys / Bloomingdales	\$425,000
78.	1304	BBB	1827 NE Pine Island Road Cape Coral, FL	LL: Alto	\$450,000	City Furniture	\$425,000
79.	1110	BBB	S.W. 33rd Avenue and S.W. 22nd Street Coral Gables, FL	Burlington	\$12,000,000**	LL: Hart Miracle	\$82,955
80.	3025	bbBaby	8241 West Flagler Street Suite 100 Miami, FL	Burlington*	\$12,000,000**	Marko Store	\$400,000
81.	1143	BBB	Colonial Landing Orlando, FL	Burlington	\$12,000,000**	LL: ARC	\$135,430
82.	1367	BBB	15600 Panama City Beach Parkway Panama City Beach, FL	Burlington	\$12,000,000**	Havertys	\$305,281
83.	1268	BBB	Building # 4 Sarasota, FL	Burlington	\$12,000,000**	LL: Benderson	\$550,000
84.	556	BBB	320 CBL Drive St. Augustine, FL	Burlington	\$12,000,000**	LL: Brixmor	\$314,683
85.	55	BBB	1875 Palm Beach Lakes Blvd. West Palm Beach, FL	Burlington	\$12,000,000**	Macys / Bloomingdales	\$750,000
86.	1011	BBB	200 Aberdeen Commons Aberdeen, NC	Burlington	\$12,000,000**	Ollies	\$366,667
87.	1237	BBB	5160 Highway 70 Suite 600 Morehead City, NC	Burlington	\$12,000,000**	LL: ITAC 192	\$600,000
88.	27	BBB	2130 Marlton Pike W Suite D Cherry Hill, NJ	LL: Cherry Hill Retail	\$375,000	Ocean State Jobbers	\$350,000
89.	1096	BBB	404 Route 3 West Clifton, NJ	Burlington	\$12,000,000**	LL: Mad River	\$541,869
90.	301	BBB	2719 Edmondson Road Cincinnati, OH	Scandinavian Designs	\$775,000	Macys / Bloomingdales	\$750,000
91.	3086	bbBaby	202 Morrell Road Knoxville, TN	Burlington*	\$12,000,000**	LL: The Centre at Deane Hill	\$316,347
92.	1403	BBB	6101 Long Prairie Road, Suite 200 Flower Mound, TX	Michaels	\$550,000	LL: ITV highlands	\$525,000
93.	318	BBB	3001-A101 W Loop 250 North Midland, TX	Burlington	\$12,000,000**	Ollies	\$366,667
94.	3118	bbBaby	1660 Millenia Avenue Chula Vista, CA	Michaels	\$925,000	Scandinavian Designs	\$900,000

95.	3058	bbBaby	7621 Laguna Blvd Elk Grove, CA	LL: DS Properties 18*	\$200,000	Barnes & Noble	\$175,000
96.	1044	BBB	200 Colony Place Plymouth, MA	Burlington	\$12,000,000**	Barnes & Noble	\$100,000
97.	3131	bbBaby	8050 Concord Mills Boulevard Concord, NC	Barnes & Noble*	\$129,015	LL Kite	\$0
98.	615	BBB	3417 Catclaw Drive Abilene, TX	LL: ARC	\$186,490	Barnes & Noble	\$161,480
99.	1260	BBB	10433 South State Street Sandy, UT	LL: WM Acquisition	\$104,325	Barnes & Noble	\$29,290
100.	1338	BBB	3215 Daniels Road Winter Garden, FL	Macys / Bloomingdales	\$1,200,000	Michaels	\$1,175,000
101.	1405	BBB	208 Grand Hill Place Holly Springs, NC	Burlington	\$12,000,000**	LL: Kite	\$300,000
102.	544	BBB	412 S. Bryant Ave Edmond, OK	Burlington	\$12,000,000**	Ollies	\$366,667
103.	1024	BBB	963 East Interstate Highway 30 Rockwall, TX	Burlington	\$12,000,000**	Havertys	\$330,785
104.	1014	BBB	1235 Caroline Street NE Atlanta, GA	Burlington	\$12,000,000**	Michaels	\$500,000
105.	1333	BBB	1365 Eglin Street Rapid City, SD	Burlington	\$12,000,000**	Natural Food	\$300,000
106.	3112	bbBaby	2315 Summa Drive, Suite 120 Summerlin, NV	Michaels*	\$125,000	LL: Shops at Summerlin	\$100,000
107.	503	BBB	2315 Summa Drive #180 Las Vegas, NV	Michaels	\$125,000	LL: Shops at Summerlin	\$100,000
108.	650	DC	3 Enterprise Ave. N Ste 3 Secaucus	Western Direct	\$10,500,000		
109.	677	DC	2900 S. Valley Parkway Lewisville	Flexport	\$500,000		